

LANE TROHN
ATTORNEYS AT LAW

ROBERT J. BERTRAND
Lakeland Office

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January 28, 1998

VIA FEDERAL EXPRESS

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Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
1-28-98

Re: Jefferson Drive, Inc.

Gentlemen:

Enclosed please find the original and a duplicate of Articles of Incorporation for a new Florida corporation to be known as Jefferson Drive, Inc. We were advised by James of your office that the name Jefferson Drive, Inc., appeared to be available for a new Florida corporation. After examination, please file the original of the Articles and return the duplicate to the undersigned duly certified to show the date of filing.

Please note that corporate existence is to commence as of the date of the execution and acknowledgment of the Articles.

Next, enclosed please find our firm check in the amount of \$122.50 to cover the filing fee of \$35.00, the fee for the certified copy of \$52.50 and the registered agent fee of \$35.00.

LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310
190 EAST DAVIDSON STREET • P.O. Box 1578 • BARTOW, FLORIDA 33831-1578 • PHONE (941) 533-7117 • FAX (941) 533-7255

D. BROWN FEB - 2 1998

LANE, TROHN, BERTRAND & VREELAND, P.A.

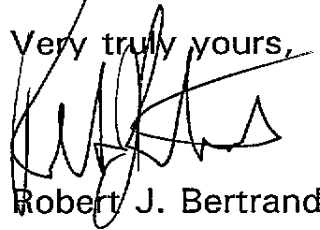
January 28, 1998

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If there are any questions concerning the Articles, I would certainly appreciate your telephoning me collect at (941) 284-2200. Also, please advise me as soon as the Articles have been filed by telephoning me collect at the same number.

Thanking you for your usual cooperation, I am

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert J. Bertrand", written over the typed name.

Robert J. Bertrand

RJB/mcd
Enclosures

ARTICLES OF INCORPORATION

OF

JEFFERSON DRIVE, INC.

ARTICLE I - NAME

The name of this corporation is JEFFERSON DRIVE, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 500 South Florida Avenue, Eighth Floor, Lakeland, Florida 33801-5171, and the mailing address of this corporation is 500 South Florida Avenue, Eighth Floor, Lakeland, Florida 33801-5271.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is One

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 AM 9:56

EFFECTIVE DATE
1-28-98

Lake Morton Drive, Lakeland, Florida 33801 and the name of the initial registered agent of this corporation at that office is Robert J. Bertrand.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Julia J. Fancelli
c/o L. N. Belcourt
500 South Florida Avenue
Eighth Floor
Lakeland, Florida 33801-5271

ARTICLE VIII - INCORPORATOR

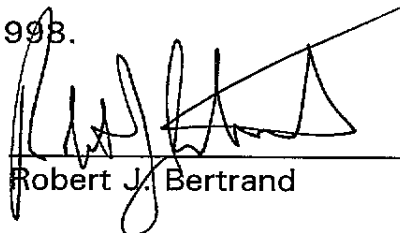
The name and address of the Incorporator is:

Robert J. Bertrand
One Lake Morton Drive
Lakeland, Florida 33801

ARTICLE IX - INDEMNIFICATION

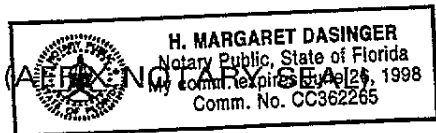
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of January, 1998.


Robert J. Bertrand

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 28th day of January, 1998, by Robert J. Bertrand, who is personally known to me and who did not take an oath.



H. Margaret Dasinger
NOTARY PUBLIC,
State of Florida at Large
Print Name: H. Margaret Dasinger
My commission expires: 6/26/98

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:

Robert J. Bertrand
Robert J. Bertrand

DATE: January 28, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 AM 9:56